

infoedge

INFO EDGE (INDIA) LIMITED

CIN: L74899DL1995PLC068021

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Corporate Office: B-8, Sector-132, Noida- 201304, Uttar Pradesh

Tel.: 0120-3082000; **Fax:** 0120-3082095

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NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014)

To

Members of INFO EDGE (INDIA) LIMITED,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Info Edge (India) Limited ("**the Company**") by means of Postal Ballot through Remote E-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting Postal Ballot through E-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively ("**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("**SS-2**") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("**SEBI Circulars**"), and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

In view of the COVID-19 pandemic and pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ("**Notice**") along with explanatory statement and Remote E-voting instructions only through electronic mode to all those Members whose e-mail address is registered with the Company/Registrar and Share Transfer Agent ("**RTA**") or Depository/ Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") as on **Friday, April 15, 2022** ("**Cut-off date**"). Each Member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of E-voting.

In compliance with the requirements of the MCA Circulars, physical copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and they are required to communicate their assent or dissent through the Remote E-voting system only.

The Board of Directors of the Company at its meeting held on April 15, 2022 in compliance with Rule 22(5) of the Rules, had appointed Mr. Rupesh Agarwal, (Membership No. A16302), Managing Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries failing him, Mr. Shashikant Tiwari (Membership No. A28994), Partner, M/s. Chandrasekaran Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot/Remote E-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of M/s. Link Intime India Pvt. Ltd. ("**Linkintime**") to provide Remote E-voting facility to the

Members of the Company, enabling them to cast their vote electronically in a secure manner. Please refer the instructions for Remote E-voting forming part of the Notes to understand the process and manner in which Remote E-voting is to be carried out.

Remote E-voting period shall commence on Friday, April 22, 2022 (at 9:00 A.M. IST) and end on Saturday, May 21, 2022 (at 5:00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares as on the Cut-off date may cast their vote electronically and thereafter the Remote E-voting module shall be disabled by the Linkintime. Once vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again. Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via Remote E-voting.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of E-Voting facility only, provided by the Company, not later than 5:00 P.M. on May 21, 2022.

SPECIAL BUSINESS(ES):

ITEM NO. 1: APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of resolution passed on March 3, 2020, pursuant to the provisions of Section 186 of the Companies Act, 2013 (**“the Act”**), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Act (including any amendment thereto or re-enactment thereof for the time being in force), if any, approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include the Audit Committee and/or any duly constituted/ to be constituted Committee of Directors to exercise its powers including powers conferred under this resolution) to directly and/or indirectly (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate including but not limited to units of Alternate Investment Funds, provided that the aggregate amount of investments made and/or securities acquired, loans given, guarantees and securities provided along with investments to be made and/or securities to be acquired and loans to be given, guarantees and securities to be provided from time to time, in one or more tranches, in future, as the Board may, in its absolute discretion, deem beneficial and in the interest of the Company, shall not exceed a sum of INR15,000,000,000 (Indian Rupees Fifteen Hundred Crores Only) over and above the limits prescribed under Section 186 of the Act, at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment and acquiring by way of subscription, purchase or otherwise, securities of any other Body Corporate and giving loan to any Person or Body Corporate or giving guarantee or providing security in connection with a loan to any other Person or Body Corporate within the aforesaid limits including the power to transfer, lien, pledge and dispose off the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds and things as may be required, considered necessary or incidental thereto and to settle any question(s), difficulty(ies) or matter(s) that may arise in interpretation, implementation or execution of the intent of the aforesaid resolution including all deeds, documents and other writings as aforesaid and to seek and obtain requisite consents and/or approvals as the Board may deem fit and appropriate to give effect to the same.”

ITEM NO. 2: TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH INFO EDGE VENTURE FUND (FOR INVESTMENT IN ITS FIRST SCHEME NAMELY, IE VENTURE FUND I), A RELATED PARTY OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the Company’s Policy on Related Party Transactions and upon the recommendation (s)/ approval(s)/ consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approvals, consents, permissions

and sanctions and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee and/ or any duly constituted/ to be constituted Committee of Directors to exercise its powers including powers conferred under this resolution) for entering into and/ or carrying out, arrangements and transactions with Info Edge Venture Fund, a Category II Alternate Investment Fund, registered with Securities and Exchange Board of India and a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for Capital Commitment for subscription or purchase of units of IE Venture Fund I Scheme as specified in the explanatory statement forming part of this notice, whether by way of entering into new contract or renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/transactions or otherwise on such terms and conditions as the Board may deem fit, directly or through wholly owned subsidiary(ies), for an amount not exceeding in aggregate INR 400,000,000 (Indian Rupees Forty Crores Only) in one or more tranches, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

ITEM NO. 3: TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH INFO EDGE VENTURE FUND (FOR INVESTMENT IN ITS SECOND SCHEME NAMELY, IE VENTURE FUND FOLLOW-ON I), A RELATED PARTY OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 and all such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the Company’s Policy on Related Party Transactions and upon the recommendation (s)/ approval(s)/ consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee and/ or any duly constituted/ to be constituted Committee of Directors to exercise its powers including powers conferred under this resolution) for entering into and/ or carrying out, arrangements and transactions with Info Edge Venture Fund, a Category II Alternate Investment Fund, registered with Securities and Exchange Board of India and a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for Capital Commitment for subscription or purchase of units of IE Venture Fund Follow-on I Scheme as specified in the explanatory statement forming part of this notice, whether by way of entering into new contract(s) or renewal(s) or extension(s) or modification(s) of earlier contract(s)/arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, directly or through wholly owned subsidiary(ies), for an amount not exceeding in aggregate INR 4,000,000,000 (Indian Rupees Four Hundred Crores Only) in one or more tranches, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect

to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

ITEM NO. 4: TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH INFO EDGE CAPITAL (FOR INVESTMENT IN ITS SCHEME NAMELY, IE VENTURE INVESTMENT FUND II), A RELATED PARTY OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the Company's Policy on Related Party Transactions and upon the recommendation (s)/ approval(s)/ consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include the Audit Committee and/ or any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into and/ or carrying out, arrangements and transactions with Info Edge Capital, a Category II Alternate Investment Fund registered with SEBI and a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for Capital Commitment for subscription or purchase of units of IE Venture Investment Fund II Scheme as specified in the explanatory statement forming part of this notice, whether by way of entering into new contract or renewal(s) or extension(s) or modification(s) of earlier contract(s)/arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, directly or through wholly owned subsidiary(ies), for an amount not exceeding in aggregate INR 6,000,000,000 (Indian Rupees Six Hundred Crores Only) in one or more tranches, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

ITEM NO. 5: TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH CAPITAL 2B (FOR INVESTMENT IN ITS PROPOSED SCHEME, NAMELY CAPITAL 2B FUND I), A RELATED PARTY OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing**

Regulations”), read with applicable provisions of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, the Company’s Policy on Related Party Transactions and upon the recommendation (s)/ approval(s)/ consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include the Audit Committee and/ or any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into and/ or carrying out, arrangements and transactions with Capital 2B, a trust for which approval from SEBI is pending as Category II Alternate Investment Fund and a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for Capital Commitment for subscription or purchase of units of such scheme (Capital 2B Fund I upon approval from SEBI) once launched and specified in the explanatory statement forming part of this notice, whether by way of entering into new contract or renewal(s) or extension(s) or modification(s) of earlier contract(s)/arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, directly or through wholly owned subsidiary(ies), for an amount not exceeding in aggregate INR 3,000,000,000 (Indian Rupees Three Hundred Crores Only) in one or more tranches, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

**By Order of the Board of Directors
For Info Edge (India) Limited**

Sd/-

**Jaya Bhatia
Company Secretary & Compliance Officer
Membership No. A33211**

**Place: Noida
Date: April 15, 2022**

NOTES FOR MEMBER’S ATTENTION:

1. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to Item nos. 1 to 5 of this Notice is annexed herewith.
2. Members who have not registered their e-mail addresses with either the Company’s RTA or their Depository Participant (“DP”) are requested to register the same with the RTA in accordance with the process specified herein below at point no. 14(B), for procuring user id and password and registration of e-mail ids for E-voting for the resolutions set out in this Notice.
3. Dispatch of the Notice shall be deemed to be completed on the day on which Linkintime sends out the communication for the postal ballot process by e-mail to the Members of the Company. The portal for Remote E-voting will remain open for the Members for exercising their voting from Friday, April 22, 2022 at 9:00 A.M. India Standard Time (“IST”) until Saturday, May 21, 2022 at 5:00 P.M. (IST) both days inclusive. The Remote E-voting needs to be exercised by 5:00 P.M. (IST) on Saturday, May 21, 2022. Please note that Remote E-voting module will be disabled for voting by RTA after the said

date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Friday, April 15, 2022 (the "Cut-off date"), may cast their vote electronically. Once vote on a resolution has been cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.

4. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-off date i.e. Friday, April 15, 2022. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through Remote E-voting services provided by Linkintime. Instructions for Remote E-voting are provided hereinafter.
6. Members may note that this Notice will also be available on Company's website (<https://www.infoedge.in>), Stock Exchanges' website (<https://www.bseindia.com> and <https://www.nseindia.com>) and Linkintime's website (<https://instavote.linkintime.co.in>).
7. The Notice is being sent by email to all the Members of the Company whose name appears in the Register of Members/List of Beneficial Owners, as maintained by NSDL/CDSL as on the Cut-off date and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's RTA. Each Member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting.
8. It is clarified that if a Member fails to provide or update relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
9. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act along with Statutory Registers as may be applicable, will be available for inspection via electronic mode until the last day of Remote E-voting, i.e. Saturday, May 21, 2022. Members can inspect the same by writing an e-mail to the Company at investors@naukri.com.
10. As required by Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Delhi where the registered office of the Company is situated (in vernacular language, i.e. Hindi).
11. The Scrutinizer shall after the conclusion of Remote E-voting, unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of voting on Saturday, May 21, 2022, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any Director/ Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. Results of Postal Ballot will be announced by the Chairman, or any other person authorised by the Chairman in writing for this purpose on or before Tuesday, May 24, 2022, at the Corporate Office/ Registered Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Corporate and Registered Office of the Company as well as communicated to National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. <http://www.infoedge.in> and on website of Linkintime viz. <https://instavote.linkintime.co.in>.
13. The resolutions proposed in this Notice, if passed by requisite votes, shall be deemed to have been

passed on the last date of Remote E-voting i.e., Saturday, May 21, 2022.

14. Voting through electronic means: Instructions and other information relating to Remote E- voting are as below:

In compliance with provisions of Section 108 of the Companies Act read with the Rules made thereunder, as amended, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the Cut-off date, to exercise their right to vote by electronic means on the business specified in the accompanying Notice through the electronic voting (the “E-voting) facility arranged by the Company’s RTA.

(A) Remote E-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access E-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is Linkintime.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/Members holding shares in physical form shall provide Event No. + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>Shareholders/Members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p>

	<ul style="list-style-type: none"> ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Linkintime at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is Linkintime, have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
 - In case Shareholders/Members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For Shareholders/Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Shareholders/Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case Shareholders/Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is Linkintime.

In case Shareholders/Members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact Mr. Rajiv Ranjan on: - Tel: 022 –4918 6000.

(B). In case of shareholders who have not registered their e-mail address:

In terms of the MCA Circulars, the Company is sending this Notice in electronic form only and physical copy of the Notice and Form will not be sent to the shareholders for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the Remote E-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- a. You may temporarily get your e-mail registered with the Company’s RTA, by clicking the link: https://linkintime.co.in/EmailReg/Email_Register.html and following the registration process as guided thereafter. In case of any queries, shareholder may write to nt.helpdesk@linkintime.co.in, under Help section or call on Tel no.: 022-49186000;
- b. For permanent registration of e-mail address, the shareholders are however requested, in respect of electronic holdings, to register their e-mail address with the Depository through concerned Depository Participants with whom you hold your demat account. In respect of physical holdings, please send your e-mail address for registration to the RTA at https://linkintime.co.in/EmailReg/Email_Register.html providing your Folio No., name , scanned copy of the share certificate (front & back), PAN (Self attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar Card);
- c. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/the Company’s RTA.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) sets out the material facts relating to the special businesses mentioned in the accompanying Notice dated April 15, 2022.

Item No. 1

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, provides that no company shall, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantees or provide security(ies) in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, unless prior approval of the Members by means of a special resolution has been obtained.

As per the latest Audited Financial Statements of the Company for the financial year ended March 31, 2021, sixty per cent of the Paid-up Share Capital, Free Reserves and Securities Premium Account amounts to INR 27,087,150,841 (Indian Rupees Two Thousand Seven Hundred and Eight Crores Seventy One Lakh Fifty Thousand Eight Hundred Forty One Only) while one hundred per cent of its Free Reserves and Securities Premium Account amounts to INR 43,857,410,201 (Indian Rupees Four Thousand Three Hundred and Eighty Five Crore Seventy Four Lakhs Ten Thousand Two Hundred and One Only). Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/security(ies) in connection with a loan (as the case may be), is INR 43,857,410,201 (Indian Rupees Four Thousand Three Hundred and Eighty Five Crore Seventy Four Lakhs Ten Thousand Two Hundred and One Only). As on March 31, 2022, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to INR 25,419,406,933 (Indian Rupees Two Thousand Five Hundred Forty One Crore Ninety Four Lakhs Six Thousand Nine Hundred and Thirty Three Only).

Members may note that considering the long term business plans of the Company, which requires the Company to make sizeable investments, give loans providing any guarantee/security in connection with a loan (as the case may be) to various Persons and Bodies Corporate (including its subsidiaries & associates), including but not limited to units of Alternate Investment Funds, from time to time, the Board at its meeting held on April 15, 2022, approved the proposal to seek consent of the Members of the Company, for enhancement of said limits under Section 186 of the Act from INR 30,000,000,000 (Indian Rupees Three Thousand Crores Only) approved by shareholders by way of Postal Ballot on March 3, 2020, to INR 15,000,000,000 (Indian Rupees Fifteen Hundred Crores Only) over and above the limits prescribed under the Section 186 of the Act at any point of time.

None of the Directors or Key Managerial Personnel or their relatives (except to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying Notice.

The Board is of the opinion that it will be in the Company’s interest to have such approval and authorization so as to have operational flexibility, and therefore, recommend to the Members to approve the resolution No. 1 of the accompanying Notice as a Special Resolution.

Item Nos. 2, 3, 4 & 5:

Your Company currently owns, manages, and invests into the brands under four well defined business segments/verticals – recruitment, real estate, matrimonial and education. These businesses are the core of the Company and are nurtured by internal teams. Across these segments, it offers a gamut of online classifieds services through various brands. These offerings are tailor-made for catering to specific needs of each consumer segment within a business vertical.

In addition to the four business segments, the Company has been investing in external entities that have been envisaged and managed by different entrepreneurs with own management teams. Here, the Company purely plays the role of an investor and provides broad guidance.

The first phase of such investment was from 2007 to 2012. During this phase the Company invested in over

half a dozen companies. From this batch emerged two of the most successful start-ups in India – Zomato Ltd. (“Zomato”) and PB Fintech Ltd. (“Policybazaar”). The Company first invested in Policybazaar in 2008 and in Zomato in 2010. Since then the Company have continued to invest in subsequent rounds of both these companies as and when required. Both these companies are now listed and have a combined market capitalization of over INR 900,000,000,000 (Indian Rupees Ninety Thousand Crores Only) currently.

As the results from the Company’s investment into Zomato and Policybazaar emerged by 2015, the Company gained confidence that the strategy of investing in start-ups would yield value for the shareholders. In 2016 the Company once again began to invest in fresh. And so in the second phase of investment from 2016 to 2019 the Company invested in a number of start-ups while continuing to support the older portfolio. Some of the companies that the Company invested in during this phase include Llama Logisol Pvt. Ltd. (“Shipsy”), Agstack Technologies Pvt. Ltd. (“Gramophone”), Shop Kirana E Trading Pvt. Ltd. (“Shopkirana”), Bizcrum Infotech Pvt. Ltd. (“Shoekconnect/Bijnis”) and Metis Eduventures Pvt. Ltd. (“Adda247”). Although these are all early stage companies and haven’t achieved the kind of scale and created the kind of value that Zomato and Policybazaar have, several are showing promise. The Company is hopeful that at least some of the investments made during this phase will go on to create substantial value for the shareholders (it must however be noted that early stage investing does carry risk and so while the Company is confident it is possible that things do not work out in the manner that is hoped for).

Encouraged by the success stories of value creation in long-term investing for the stakeholders and to further streamline investment portfolio, in January 2020, the Company had set up its first “Alternative Investment Fund (‘AIF’)” named Info Edge Venture Fund (‘IEVF’) to invest in technology and technology enabled entities. Smartweb Internet Services Ltd., a wholly owned subsidiary of the Company acts as an Investment Manager/Sponsor to the said AIF. The said AIF was floated as a US\$ 100 million fund, with the Company (including its group companies) committing little over US\$50 million and balance committed by MacRitchie Investments Pte. Limited (a wholly owned subsidiary of Temasek (Holdings) Private Limited).

Buoyed by the success of IE Venture Fund I (‘IEVF-I’), first scheme launched by IEVF, the Company has added a further scheme, IE Venture Fund Follow-on I (‘IEVF Follow-on Fund’) to the IEVF and floated other two AIFs namely, Info Edge Capital (‘IEC’) and Capital 2B (‘C2B’). IEC is registered with SEBI while application for C2B is pending with SEBI as a Category II – AIF, under the SEBI (Alternative Investment Funds) Regulations, 2012. IEC has launched a scheme namely, IE Venture Investment Fund II (‘IEVI Fund II’). Upon receipt of necessary approvals, C2B will launch a scheme by the name of Capital 2B Fund I (‘C2B Fund’). These funds have a life of 12 (twelve) years, extendable by further 2 (two) years as per SEBI (Alternative Investment Funds) Regulations, 2012.

The brief details of funds and schemes are as follows:

1. IEVF Follow-on Fund, the second scheme has been launched by IEVF to invest in the emerging winners from the first scheme of IEVF i.e. IEVF-I. This is intended to consolidate our position in the best companies of IEVF-I and thus enable a higher return. The target size of the scheme, IEVF Follow-on Fund is INR 7,500,000,000 (Indian Rupees Seven Hundred Fifty Crores Only) and the Company and its wholly-owned subsidiary(ies) seek approval for the capital commitment of not exceeding INR 4,000,000,000 (Indian Rupees Four Hundred Crores Only). The actual drawdown by IEVF could be over time on need basis depending on the available opportunities to invest and the market conditions.
2. IEC – this will continue to invest along the same strategy as IEVF I – Consumer Internet, B2B SAAS, mobile App etc. The target size of the Fund is INR 11,250,000,000 (Indian Rupees One Thousand One Hundred and Twenty Five Crores Only). The Company and its wholly-owned subsidiary(ies) seek approval for the capital commitment of not exceeding INR 6,000,000,000 (Indian Rupees Six Hundred Crores Only). The actual drawdown by IEC could be over time on need basis depending on the available opportunities to invest and the market conditions.
3. C2B – this will have more of a Deep Tech and IP led focus and is a smaller fund than IEC. The target size of the fund is INR 5,620,000,000 (Indian Rupees Five Hundred Sixty Two Crores Only) . The Company and its wholly-owned subsidiary(ies) seek approval for the capital commitment of not exceeding INR 3,000,000,000 (Indian Rupees Three Hundred Crores Only). The actual drawdown by IEC could be over time on need basis depending on the available opportunities to invest and the market conditions.
4. The Company also seek approval for INR 400,000,000 (Indian Rupees Forty Crores Only) of remaining drawdown of IEVF-I.

The funds mentioned above carry restrictions regarding investment in the four business verticals where the Company operates—Recruitment Solutions, Online Property Search portals, Education classifieds and online Matrimonial matchmaking.

It is further clarified that none of the Promoters of the Company would have any monetary benefit either by way of any variable pay, bonus, or participation in carry pool based on the performance of the aforesaid Funds as generally the practice in the AIF investments, or in any other manner whatsoever.

The Members of the Company are hereby apprised that as per Regulation 23 of the SEBI Listing Regulations, all related party transactions in excess of INR 10,000,000,000 (Indian Rupees One Thousand Crores) or 10% (Ten Percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements whichever is lower of the listed entity shall be deemed to be Material Related Party Transactions and shall require prior approval of Members of the listed entity through a resolution and no related party shall vote to approve such resolution, irrespective of whether they are related parties to the particular transaction or not. Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and at arm’s length basis.

Considering the vision of the Company, the total amount of contribution transaction it proposes to undertake with each AIF registered by it, will be in excess of the limits provided in the Regulation 23 of the SEBI Listing Regulations and consequently will be Material Related Party Transactions, since the said AIFs will be related parties of the Company under SEBI Listing Regulations. Such Material Related Party Transactions requires prior approval of the Members of the Company.

The relevant details of Material Related Party Transactions and other particulars thereof as per Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and SEBI Listing Regulations along with SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 for which Members’ approval is sought are outlined below:

i. Capital contribution in IE Venture Fund I, first scheme by Info Edge Venture Fund and IE Venture Fund Follow-on I, second scheme by Info Edge Venture Fund:

S. No	Particulars	Details - IE Venture Fund I	Details - IE Venture Fund Follow-on I
1	Name of Related Party	Info Edge Venture Fund (‘IEVF’) a trust organized in India and registered with Securities and Exchange Board of India (SEBI) as a Category II – AIF vide registration number IN/AIF2/19-20/0761, under the SEBI (Alternative Investment Funds) Regulations, 2012.	Info Edge Venture Fund (‘IEVF’) a trust organized in India and registered with Securities and Exchange Board of India (SEBI) as a Category II – AIF vide registration number IN/AIF2/19-20/0761, under the SEBI (Alternative Investment Funds) Regulations, 2012.
2	Nature of Relationship	IEVF is controlled by the Company due to its Investment Manager & Sponsor being the wholly-owned subsidiary of the Company.	IEVF is controlled by the Company due to its Investment Manager & Sponsor being the wholly-owned subsidiary of the Company.

3	Details about the Fund	<ul style="list-style-type: none"> • IE Venture Fund I ('IEVF-I') is the first scheme launched by IEVF. • IEVF has been established primarily with the objective of seeking capital commitments from contributors and investing the capital contributions in tech and tech-enabled entities that provide technology to create, market and distribute innovative products and services that benefit consumers at large. 	<ul style="list-style-type: none"> • IE Venture Fund Follow-on I ('IEVF Follow-on Fund') is the second scheme launched by IEVF. • IEVF Follow-on Fund is the follow-on scheme to IEVF-I and it will invest in the existing portfolio companies of the IEVF-I only.
4	Details about the transaction and maximum amount of transaction for which approval is sought	The Company along with its wholly-owned subsidiaries had executed necessary Contribution Agreements and further additional commitment letters during FY 2020 to FY 2022 for an aggregate capital contribution of INR 3,800,000,000 (Indian Rupees Three Hundred and Eighty Crores Only) in IEVF-I, out of which INR 3,400,000,000 (Indian Rupees Three Hundred and Forty Crores Only) has already been disbursed and balance capital contribution of INR 400,000,000 (Indian Rupees Forty Crores Only) is still to be contributed.	The Board of Directors of the Company has approved entering into necessary Contribution Agreements directly or through wholly-owned subsidiary(ies) for capital contribution of amount not exceeding INR 4,000,000,000 (Indian Rupees Four Hundred Crores Only) in IEVF Follow-on Fund, subject to approval of shareholders.
5	Pricing Criteria	The units of the IEVF-I will be acquired at face value.	The units of the IEVF Follow-on Fund will be acquired at face value.
6	Percentage of Annual Consolidated Turnover of the Company as per the last audited financial statements	<p>3.57% of the annual consolidated turnover of the Company as per the audited financial statements for FY 2020-21.</p> <p>Please take note that the remaining drawdown can happen over the multiple years and the actual percentage for subsequent years shall depend upon annual consolidated turnover of the Company for the respective financial years during which such contribution is made.</p>	<p>35.71% of the annual consolidated turnover of the Company as per the audited financial statements for FY 2020-21.</p> <p>Please take note that the drawdown can happen over the multiple years and the actual percentage for subsequent years shall depend upon annual consolidated turnover of the Company for the respective financial years during which such contribution is made.</p>
7	Details of sources of funds in connection with the proposed transaction	The Company and the wholly-owned subsidiaries had entered into contribution agreements and contributed using its owned/ surplus fund/Capital for the purpose of making the above referred contributions and did not incur any indebtedness. The remaining drawdown amount of INR 4,00,000,000 (Indian Rupees Forty Crores Only) is through a wholly-owned subsidiary out of its capital and no indebtedness has been incurred by the Company or the wholly-owned subsidiary in this regard.	It is envisaged that the Company will use its owned/ surplus fund for the purpose of making the above referred contribution and will not incur any indebtedness. The contribution will be made either directly or through wholly-owned subsidiary(ies).

8	If any financial indebtedness is incurred to make or give such loans, inter-corporate deposits, advances or investments: Nature of indebtedness, cost of funds, tenure and other terms & conditions	Not applicable	Not applicable
9	The purpose for which the funds will be utilized by IEVF	The remaining capital contribution will be utilized for further investment in tech and tech-enabled entities that provide technology to create, market and distribute innovative products and services that benefit consumers at large.	The capital contribution will be utilized for follow-on investment only in the existing portfolio companies of the IEVF-I.
10	Details about valuation/ arm's length and ordinary course of business	<p>Being a registered Alternative Investment Fund, the capital contribution will be made by the Company or its wholly-owned subsidiaries, at face value of unit(s). Such investments are part of the strategy and are in ordinary course of its business.</p> <p>Wherever necessary, as a part of its governance structure, the Company and the wholly-owned subsidiary has ensured and will ensure that the transactions are executed at arm's length basis.</p>	<p>Being a registered Alternative Investment Fund, the capital contribution will be made at face value of the unit(s). Further as part of its strategy, the Company undertake such investment in the ordinary course of its business directly or through wholly-owned subsidiary(ies).</p> <p>Wherever necessary, as a part of its governance structure, the Company will ensure that the transactions are executed at arm's length basis.</p>
11	Justification as to why the transaction is in the interest of the Company	<ul style="list-style-type: none"> • India has a very vibrant startup ecosystem and favourable macro factors- rapidly growing economy, digitization, mobile and internet penetrations, a large pool of proficient IT professionals, entrepreneurial culture, etc. It is an opportune time and a fertile ground for investing in this ecosystem. • Tech and Tech-enabled businesses can create new markets, build efficient business models, disrupt and challenge existing structures, aggregate existing markets, scale rapidly, expand reach, innovate products, change consumer behaviour and attract a large pool of growth capital. • Spotting a good tech startup early on and investing and staying with them for a long duration has proven to be a better risk-reward equation. • The Company and its group companies have experience, network, goodwill and track record of generating exponential value in the world of early-stage investment in tech start-ups for its stakeholders. IEVF has beneficially leveraged the same by appointing Smartweb Internet Services Ltd., a Wholly-owned Subsidiary of the Company as Investment Manager for superior financial returns on the investments. 	

	<ul style="list-style-type: none"> Replicating the AIF model of IEVF-I, which has shown early indicators of success, is a sound strategy to build on the early success of the portfolio companies by further contributing to IEVF Follow-on Fund which will exclusively use the contribution to invest in portfolio companies of IEVF I. The IEVF is managed by an experienced and successful team of investment managers and a support team with proven ability in early-stage investment. AIFs have established top of a class governance structure for the investment and exit process. Focusing on the Tech sector has immense potential including for higher ESG ratings.
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ii. Capital contribution in IE Venture Investment Fund II, scheme by Info Edge Capital

S. No	Particulars	Details
1	Name of Related Party	Info Edge Capital ('IEC'), a trust organized in India and registered with SEBI as a Category II – AIF vide registration number IN/AIF2/22-23/1043, under the SEBI (Alternative Investment Funds) Regulations, 2012.
2	Nature of Relationship	IEC is controlled by the Company due to its Investment Manager & Sponsor being the wholly-owned subsidiary of the Company.
3	Details about the Fund	<ul style="list-style-type: none"> IE Venture Investment Fund II ('IEVI Fund II') is a scheme launched by IEC. IEVI Fund II has been established primarily with the objective of seeking capital commitments from contributors and to continue investing as same strategy of IEVF I and focus on Consumer Internet, B2B SAAS, mobile App, etc.
4	Details about the transaction and maximum amount of transaction for which approval is sought	The Board of Directors of the Company approved entering into necessary Contribution Agreements directly or through wholly-owned subsidiary(ies) for capital contribution of amount not exceeding INR 6,000,000,000 (Indian Rupees Six Hundred Crores Only) in IEVI Fund II, subject to shareholders' approval.
5	Pricing Criteria	The units of the IEVI Fund II will be acquired at face value.
6	Percentage of Annual Consolidated Turnover of the Company as per the last audited financial statements	53.57% of the annual consolidated turnover of the Company as per the audited financial statements for FY 2020-21. Please take note that the drawdown can happen over the multiple years and the actual percentage for subsequent years shall depend upon annual consolidated turnover of the Company for the respective financial years during which such contribution is made.
7	Details of sources of funds in connection with the proposed transaction	It is envisaged that the Company will use its owned/ surplus fund for the purpose of making the above referred contribution and will not incur any indebtedness. The contribution will be made either directly or through wholly-owned subsidiary(ies).

8	If any financial indebtedness is incurred to make or give such loans, inter-corporate deposits, advances or investments: Nature of indebtedness, cost of funds, tenure and other terms & conditions	Not applicable.
9	The purpose for which the funds will be utilized by IEVI Fund II	The capital contribution will be utilized for further investment in tech and tech-enabled entities that provide technology to create, market and distribute innovative products and services that benefit consumers at large, identical to the strategy followed by the IEVF I.
10	Details about valuation/ arm's length and ordinary course of business	<p>Being a registered Alternative Investment Fund, the capital contribution will be made at face value of the unit. Further as part of its strategy, the Company undertake such investment in the ordinary course of its business directly or through wholly-owned subsidiary(ies).</p> <p>Wherever necessary, as a part of its governance structure, the Company will ensure that the transactions are executed at arm's length basis.</p>
11	Justification as to why the transaction is in the interest of the Company	<ul style="list-style-type: none"> • India has a very vibrant startup ecosystem and favourable macro factors- rapidly growing economy, digitization, mobile and internet penetrations, a large pool of proficient IT professionals, entrepreneurial culture, etc. It is an opportune time and a fertile ground for investing in this ecosystem. • Tech and Tech-enabled businesses can create new markets, build efficient business models, disrupt and challenge existing structures, aggregate existing markets, scale rapidly, expand reach, innovate products, change consumer behaviour and attract a large pool of growth capital. • Focus of IEC on tech in sectors like Agriculture, Consumer brands, E-commerce/retail (Business-to-consumer and business-to-business), Mobile Internet, Edtech, FinTech, Healthcare, Media & entertainment, Software platform, Market place, SaaS, Gaming etc. could be very attractive. • Spotting a good tech startup early on and investing and staying with them for a long duration has proven to be a better risk-reward equation. • The Company and its group companies have experience, network, goodwill and track record of generating exponential value in the world of early-stage investment in tech startups for its stakeholders. IEC will beneficially leverage the same by appointing Smartweb Internet Services Ltd., a Wholly-owned Subsidiary of the Company as Investment Manager for superior financial returns on the investments. • It is proposed to replicate the AIF model of IEVF-I, which has shown early indicators of success. • The IEC is to be managed by an experienced and successful team of investment managers and a support team with proven ability in early-stage investment.

		<ul style="list-style-type: none"> • AIFs have established top of a class governance structure for the investment and exit process. • Focusing on the Tech sector has immense potential, including for higher ESG ratings.
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iii. Capital contribution in Capital 2B Fund I, a scheme to be launched by Capital 2B

S. No	Particulars	Details
1	Name of Related Party	Capital 2B ('C2B'), a trust for which final approval is pending from SEBI for registration as a Category II – AIF SEBI (Alternative Investment Funds) Regulations, 2012.
2	Nature of Relationship	C2B will be controlled by the Company due to its Investment Manager & Sponsor being the wholly-owned subsidiary of the Company (subject to necessary SEBI approvals).
3	Details about the Fund	<ul style="list-style-type: none"> • Upon receipt of necessary approvals from SEBI, C2B will launch a scheme by the name of Capital 2B Fund I ('C2B Fund'). • C2B Fund is proposed to be established primarily with the objective of seeking capital commitments from contributors and investing the capital contributions in Deep Tech and IP focus start-ups.
4	Details about the transaction and maximum amount of transaction for which approval is sought	The Board of Directors of the Company approved entering into necessary Contribution Agreements directly or through wholly-owned subsidiary(ies) for capital contribution of amount not exceeding INR 3,000,000,000 (Indian Rupees Three Hundred Crores Only) in C2B Fund, subject to shareholders' and SEBI's approval.
5	Pricing Criteria	The units of the C2B Fund will be acquired at face value.
6	Percentage of Annual Consolidated Turnover of the Company as per the last audited financial statements	26.78% of the annual consolidated turnover of the Company as per the audited financial statements for FY 2020-21. Please take note that the drawdown can happen over the multiple years and the actual percentage for subsequent years shall depend upon annual consolidated turnover of the Company for the respective financial years during which such contribution is made.
7	Details of sources of funds in connection with the proposed transaction	It is envisaged that the Company will use its owned/ surplus fund for the purpose of making the above referred contribution and will not incur any indebtedness. The contribution will be made either directly or through wholly-owned subsidiary(ies).
8	If any financial indebtedness is incurred to make or give such loans, inter-corporate deposits, advances or investments: Nature of indebtedness, cost of funds, tenure and other terms & conditions	Not applicable.

9	The purpose for which the funds will be utilized by C2B Fund	The C2B would scout for opportunities to invest in emerging technologies with a focus on Artificial Intelligence, Machine Learning, Virtual Reality and include the areas of Robotics, Drones, satellite technologies, new materials, precision agriculture, an alternative to plant-based food, etc.
10	Details about valuation/ arm's length and ordinary course of business	<p>Being a registered Alternative Investment Fund, the capital contribution will be made at face value of the unit(s). Further as part of its strategy, the Company undertake such investment in the ordinary course of its business directly or through wholly-owned subsidiary(ies).</p> <p>Wherever necessary, as a part of its governance structure, the Company will ensure that the transactions are executed at arm's length basis.</p>
11	Justification as to why the transaction is in the interest of the Company	<ul style="list-style-type: none"> • India has a very vibrant startup ecosystem and favourable macro factors- rapidly growing economy, digitization, mobile and internet penetrations, a large pool of proficient IT professionals, entrepreneurial culture, etc. It is an opportune time and a fertile ground for investing in this ecosystem. • Tech and Tech-enabled businesses can create new markets, build efficient business models, disrupt and challenge existing structures, aggregate existing markets, scale rapidly, expand reach, innovate products, change consumer behaviour and attract a large pool of growth capital. • Post receipt of requisite approval, C2B will invest predominantly in science, technology and IP led businesses. • With the advent of Artificial Intelligence, Machine Learning, Virtual Reality, Robotics etc., a new wave of IP lead startups and deep tech science is emerging. These businesses have ambitious visions based on Fundamental Research and utilizing advanced Computing. Such companies have immense possibilities in sectors like healthcare devices, satellite technology, drones, robotics, new materials, precision agriculture, an alternative to plant-based food etc. India's cost-effective research capability and manpower are advantageous for investing in such startups. • Spotting a good tech startup early on and investing and staying with them for a long duration has proven to be a better risk-reward equation. • The Company and its group companies have experience, network, goodwill and track record of generating exponential value in the world of early-stage investment in tech startups for its stakeholders. C2B will beneficially leverage the same by appointing Smartweb Internet Services Ltd., a Wholly-owned Subsidiary of the Company as Investment Manager for superior financial returns on the investments.

		<ul style="list-style-type: none"> • C2B is to be managed by an experienced and successful team of investment managers and a support team with proven ability in early-stage investment. • AIFs have established top of a class governance structure for the investment and exit process. • Focusing on the Tech sector has immense potential, including for higher ESG ratings.
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It is also pertinent to note that the Audit Committee and Board of Directors of the Company, based on information provided hereinabove, had approved the aforesaid related party transactions in their respective meetings held on April 15, 2022 and recommended the same to the Members for approval. Further, in case of any material modification in the aforementioned related party transactions, the approval of Members of the Company shall be taken in accordance with "Policy on Related Party Transactions" of the Company, the Act and the SEBI Listing Regulations.

The Board is of the opinion that considering the strategic nature of the aforesaid transactions, it will be in the Company's interest to have such approvals and therefore, recommend to the Members to approve each of the resolutions set out at Item Nos. 2 to 5 respectively, of the accompanying Notice as Ordinary Resolutions.

None of the Directors or Key Managerial Personnel or their relatives (except to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in each of the resolutions at Item Nos. 2 to 5 of the accompanying Notice.

All documents referred to in the Explanatory Statement will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the Remote E-voting period. Members seeking to inspect such documents can send an email to investors@naukri.com.

**By Order of the Board of Directors
For Info Edge (India) Limited**

Sd/-

**Jaya Bhatia
Company Secretary & Compliance Officer
Membership No. A33211**

**Place: Noida
Date: April 15, 2022**